

103000036510

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(Address)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 SEP 19 AM 10:58

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9/23
[Signature]

**SHUTTS
&
BOWEN
LLP**

ATTORNEYS AND COUNSELLORS AT LAW

September 18, 2003

Via FEDEX

Secretary of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: **VITALMD GROUP HOLDING, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ladies and Gentlemen:

Enclosed is an original and one copy of the Articles of Organization for VITALMD GROUP HOLDING, LLC together with a check in the amount of \$155.00. This check represents payment for the following costs of the LLC:

Filing Fees	\$100.00
Certified Copy	30.00
Registered Agent	25.00
	<u>\$155.00</u>

Please file the enclosed Articles of Organization and return the certified copy to the undersigned in the prepaid envelope provided.

Sincerely,


James A. Farrell

Enclosures
cc: F. Leon (w/enc)

7131636-1

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the Limited Liability Company is:

VitalMD Group Holding, LLC

ARTICLE II - Address

The mailing address and the street address of the principal office of the Limited Liability Company is:

Mailing and Street	6315 SW 72 nd Street
Address:	Miami, FL 33143
	Attn: Chief Operating Officer

ARTICLE III - Registered Agent and Office

The name and the Florida street address of the initial registered agent of the Limited Liability Company are:

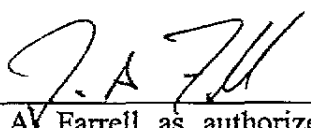
Registered Agent:	CORPORATION COMPANY OF MIAMI
Street Address	201 South Biscayne Blvd. Suite 1500 (JAF) Miami, Florida 33131

ARTICLE IV - Management

The Limited Liability Company is to be managed by one or more Managers and is, therefore, a manager-managed company.

Date: September 18, 2003

VitalMD Group Holding, LLC,
a Florida limited liability company

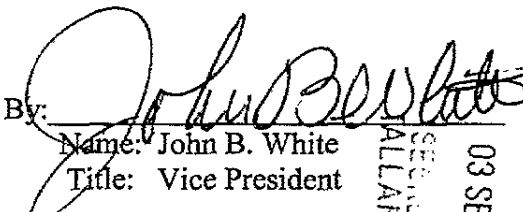
By: 
James A. Farrell as authorized agent for
Robert Boyett, M.D., Manager

(In accordance with section 608.408(3), Florida Statutes,
the execution of this affidavit constitutes an affirmation under
the penalties of perjury that the facts stated herein are true.)

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

CORPORATION COMPANY OF MIAMI
REGISTERED AGENT

By: 
Name: John B. White
Title: Vice President

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TALLAHASSEE, FLORIDA

FILING FEES:

\$100.00 Filing Fee for Articles of Organization
\$25.00 Designation of Registered Agent
\$30.00 Certified Copy (OPTIONAL)
\$5.00 Certificate of Status (OPTIONAL)